

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

| | | |
|--|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| LINN ENERGY, LLC, <i>et al.</i> , ¹ |) | Case No. 16-60040 (DRJ) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| _____ |) | |

**AGREED MOTION FOR ENTRY OF ORDER WITHDRAWING
PROOF OF CLAIM NUMBER 7985 FILED BY CALIFORNIA STATE LANDS
COMMISSION AGAINST BERRY PETROLEUM COMPANY, LLC**

TO THE HONORABLE DAVID R. JONES, UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors (collectively, the “Berry Debtors” and after the effective date of their plan of reorganization, the “Reorganized Berry Debtors”) and the California State Lands Commission (the “Commission”) (together, the “Parties”) file this *Agreed Motion for Entry of Order Withdrawing Proof of Claim Number 7985 Filed by California State Lands Commission Against Berry Petroleum Company, LLC* (“Agreed Motion”), and would respectfully show this Court as follows:

I. JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas has jurisdiction over this matter under 28 U.S.C. § 1334. The Court can hear and determine this matter under 28 U.S.C. § 157, and the standing order of reference from the District Court. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ The Reorganized Berry Debtors in these chapter 11 cases and the last four digits of each Reorganized Berry Debtor’s federal tax identification number are as follows: Berry Petroleum Company, LLC (9387); Linn Acquisition Company, LLC (4791).

3. The bases for relief in this Agreed Motion are 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 3006.

II. BACKGROUND

4. On May 11, 2016, the Berry Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 cases.

5. On August 4, 2016 Court entered an order (the “Bar Date Order”), setting a deadline for creditors to file proofs of claim against the Berry Debtors [Docket No. 756]. The Bar Date Order set September 16, 2016 as the deadline for all creditors—other than governmental units—to file proofs of claim against the Berry Debtors, and set November 7, 2016 as the deadline for governmental units to file claims against the Berry Debtors.

6. On March 20, 2017, the Commission filed proof of claim number 7985 (the “Claim”) against the Berry Petroleum Company, LLC.

7. On October 13, 2017, the Reorganized Berry Debtors filed their *Objection to Proof of Claim Number 7985 Filed by California State Lands Commission* [Docket No. 2427] (the “Objection”).

III. RELIEF REQUESTED

8. Federal Rule of Bankruptcy Procedure 3006 provides in pertinent part:

If after a creditor has filed a proof of claim, an objection is filed thereto...the creditor may not withdraw the claim except on order of the court after a hearing on notice to the trustee or debtor in possession, and any creditors committee elected pursuant to § 705(a) or § 1102 of the Code.

Fed. R. Bank. P. 3006.

9. Because an Objection has been filed to the Claim, Rule 3006 requires that the Commission may not withdraw its Claim absent an order from this Court.

10. The Parties believe that the withdrawal of the Claim is in the best interests of the creditors and the estate of the Berry Debtors.

11. By this Agreed Motion, and in accordance with the requirements of Rule 3006, the Parties ask the Court to enter an order, substantially in the form attached hereto as Exhibit A, ordering that the Claim be withdrawn.

WHEREFORE, the Parties respectfully request that this Court (i) enter an order, substantially in the form attached hereto as Exhibit A, ordering the withdrawal of Proof of Claim Number 7958, and (ii) for such other and further relief to which the Parties may be entitled.

DATED: October 25, 2017

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

/s/ William R. Greendyke

William R. Greendyke (SBT 08390450)

Jason L. Boland (SBT 24040542)

Julie Goodrich Harrison (SBT 24092434)

1301 McKinney, Suite 5100

Houston, Texas 77010

Telephone: (713) 651-5151

Facsimile: (713) 651-5246

- and -

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

Benjamin I. Finestone (admitted *pro hac vice*)

Kate Scherling (admitted *pro hac vice*)

51 Madison Avenue

New York, New York 10010

Telephone: (212) 849-7000

Facsimile: (212) 849-7100

K. John Shaffer (admitted *pro hac vice*)

865 S. Figueroa Street, 10th Floor

Los Angeles, California 90017

Telephone: (213) 443-3000

Facsimile: (213) 443-3100

Counsel to the Reorganized Berry Debtors

- and -

/s/ Eric Soderlund
Judith W. Ross
State Bar No. 21010670
Eric Soderlund
State Bar No. 24037525
Rachael L. Smiley
State Bar No. 24066158
Law Offices of Judith W. Ross
700 N. Pearl Street, Suite 1610
Dallas, Texas 75201
Telephone: 214-377-7879
Facsimile: 214-377-9409

**COUNSEL FOR CALIFORNIA STATE
LANDS COMMISSION**

CERTIFICATE OF SERVICE

I hereby certify that on October 25, 2017, a true and correct copy of the foregoing Agreed Motion was served by the Court's CM/ECF system on all parties registered to receive such notice.

/s/ Julie Goodrich Harrison